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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re ORACLE CORPORATION DERIVATIVE
LITIGATION

SCOTT OZAKI, derivatively and on behalf of
ORACLE CORPORATION,

Plaintiff,

v.

LAWRENCE J. ELLISON, SAFRA A. CATZ,
JEFFREY O. HENLEY, MICHAEL J. BOSKIN,
H. RAYMOND BINGHAM, DONALD L.
LUCAS, JEFFREY S. BERG, BRUCE R.
CHIZEN, HECTOR GARCIA-MOLINA, NAOMI
O. SELIGMAN, and GEORGE H. CONRADES,

Defendants,

-and-

ORACLE CORPORATION, a Delaware
Corporation,

Nominal Defendant.

Master File No. C-10-03392-RS;
Case No. C 11-04493-RS

**[PROPOSED] ORDER
PRELIMINARILY APPROVING
SETTLEMENT AND PROVIDING
FOR NOTICE**

Date: July 11, 2013

Time: 1:30 p.m.

Judge: Hon. Richard Seeborg

Ctrm:3, 17th Floor

1 WHEREAS, the parties have made application, pursuant to Federal Rule of Civil
2 Procedure 23.1, for an order (i) preliminarily approving the settlement (the “Settlement”) of these
3 actions (collectively, the “Derivative Actions”), in accordance with a Stipulation of Settlement
4 dated May 22, 2013 (the “Stipulation”), which, together with the Exhibits attached thereto, sets
5 forth the terms and conditions for a proposed Settlement and dismissal of the Derivative Actions
6 with prejudice, upon the terms and conditions set forth therein; and (ii) approving distribution of
7 the Notice of Proposed Settlement (“Notice”); and

8 WHEREAS, all capitalized terms contained herein shall have the same meanings as set
9 forth in the Stipulation (in addition to those capitalized terms defined herein); and

10 WHEREAS, the Court having considered the Stipulation and the Exhibits attached thereto
11 and having heard the arguments of the Settling Parties at the preliminary approval hearing;

12 NOW, THEREFORE, IT IS HEREBY ORDERED:

13 1. The Court hereby preliminarily approves, subject to further consideration at the
14 Settlement Hearing described below, the Stipulation and the Settlement set forth therein,
15 including the terms and conditions for settlement and dismissal with prejudice of the Derivative
16 Actions.

17 2. A hearing (the “Settlement Hearing”) shall be held before this Court on September
18 26, 2013, at 1:30 p.m., at the United States District Court for the Northern District of California,
19 Phillip Burton Federal Building and United States Courthouse, 450 Golden Gate Avenue, San
20 Francisco, California 94102, to determine whether the Settlement on the terms and conditions
21 provided for in the Stipulation is fair, reasonable, and adequate to Current Oracle Shareholders
22 and to Oracle Corporation (“Oracle”) and should be granted final approval by the Court; to
23 determine whether a Judgment as provided in Paragraph 1.11 of the Stipulation should be entered
24 herein; and to award attorneys’ fees and expenses to Plaintiffs’ counsel.

25 3. The Court approves, as to form and content, the Notice and Summary Notice
26 attached as Exhibit A hereto, and finds that the distribution of the Notice and Summary Notice
27 substantially in the manner and form set forth in this Order meets the requirements of Federal
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1 Rule of Civil Procedure 23.1 and due process, and is the best notice practicable under the
2 circumstances and shall constitute due and sufficient notice to all Persons entitled thereto.

3 4. Not later than ten (10) calendar days following entry of this Order, Oracle shall
4 cause a copy of the Summary Notice to be published once in the national edition of *Investor's*
5 *Business Daily* and a copy of the Notice to be posted in the investor relations section of Oracle's
6 website substantially in the forms attached as Exhibit A hereto.

7 5. At least seven (7) calendar days before the Settlement Hearing, Defendants'
8 counsel shall serve on counsel for the Plaintiffs and file with the Court proof, by affidavit or
9 declaration, of the publication and posting of the Notice as required under Paragraph 4.

10 6. All Current Oracle Shareholders shall be bound by all orders, determinations, and
11 judgments in the Derivative Actions concerning the Settlement, whether favorable or unfavorable
12 to Current Oracle Shareholders.

13 7. Pending final determination of whether the Settlement should be approved, no
14 Current Oracle Shareholder, either directly, representatively, or in any other capacity, shall
15 commence or prosecute against any of the Defendants any action or proceeding in any court or
16 tribunal asserting any of the Released Claims.

17 8. All papers in support of final approval of the Settlement and the award of
18 attorneys' fees and expenses shall be filed with the Court and served at least thirty-five (35)
19 calendar days prior to the Settlement Hearing, and any reply briefs shall be filed fourteen (14)
20 calendar days before the Settlement Hearing.

21 9. Any Current Oracle Shareholder may appear and show cause, if he, she, or it has
22 any, why the Settlement should not be granted final approval as fair, reasonable, and adequate, or
23 why a judgment should not be entered thereon, or why attorneys' fees and expenses should not be
24 awarded to Plaintiffs' counsel; provided, however, unless otherwise ordered by the Court, no
25 Current Oracle Shareholder shall be heard or entitled to contest the final approval of the terms
26 and conditions of the Settlement or, if granted final approval, the Judgment to be entered thereon
27 approving the same, or the attorneys' fees and expenses to be awarded to Plaintiffs' counsel,
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1 unless that Person has filed with the Clerk of the Court at the address listed below and served on
2 the following counsel (delivered by hand or sent by first-class mail) appropriate proof of Oracle
3 stock ownership, along with written objections, including the basis therefor, and copies of any
4 papers and briefs in support thereof such that they are received no later than twenty-one (21)
5 calendar days prior to the Settlement Hearing.

6 Mark C. Molumphy
7 COTCHETT, PITRE & MCCARTHY, LLP
8 San Francisco Airport Office Center
840 Malcolm Road, Ste. 200
Burlingame, CA 94010

9 *Counsel for Plaintiffs*

10 Jordan Eth
11 Philip T. Besirof
12 MORRISON & FOERSTER LLP
13 425 Market Street
San Francisco, CA 94105

14 *Counsel for Nominal Defendant Oracle and the Individual
Defendants*

15 Clerk of the Court
16 UNITED STATES DISTRICT COURT
17 NORTHERN DISTRICT OF CALIFORNIA
18 Phillip Burton Federal Building and United States Courthouse
450 Golden Gate Avenue
San Francisco, CA 94102

19 Any Current Oracle Shareholder who does not make his, her, or its objection in the manner
20 provided for herein shall be deemed to have waived such objection and shall forever be
21 foreclosed from making any objection to the fairness, reasonableness, or adequacy of the
22 Settlement as incorporated in the Stipulation and to the award of attorneys' fees and expenses to
23 Plaintiffs' counsel, unless otherwise ordered by the Court, but shall otherwise be bound by the
24 Judgment to be entered and the releases to be given.

25 10. Neither the Stipulation nor the Settlement, nor any act performed or document
26 executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be
27 deemed to be or may be offered, attempted to be offered, or used in any way by any of the
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1 Settling Parties as a presumption, a concession, or an admission of, or evidence of, any fault,
2 wrongdoing, or liability of the Defendants or of the validity of any of the Released Claims; or (b)
3 is intended by the Settling Parties to be offered or received as evidence or used by any other
4 person in any other action or proceeding, whether civil, criminal, or administrative. The Released
5 Persons may file the Stipulation and/or the Judgment in any action that may be brought against
6 them in order to support a defense or counterclaim based on principles of *res judicata*, collateral
7 estoppel, full faith and credit, release, good-faith settlement, judgment bar or reduction, or any
8 other theory of claim preclusion or issue preclusion or similar defense or counterclaim.

9 11. The Court reserves the right to adjourn the date of the Settlement Hearing or
10 modify any other dates set forth herein without further notice to Current Oracle Shareholders, and
11 retains jurisdiction to consider all further applications arising out of or connected with the
12 Settlement. The Court may approve the Settlement, with such modifications as may be agreed to
13 by the Settling Parties, if appropriate, without further notice to Current Oracle Shareholders.

14 IT IS SO ORDERED.

15 DATED: 7/17, 2013



THE HONORABLE RICHARD SEEBORG
UNITED STATES DISTRICT JUDGE